

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| Estimated average burden |           |
| hours per response:      | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><b>WOOD DONALD C</b><br><hr/> (Last) (First) (Middle)<br><b>909 ROSE AVENUE - SUITE 200</b><br><hr/> (Street)<br><b>NORTH MD 20852</b><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>FEDERAL REALTY INVESTMENT TRUST [ FRT ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Executive Officer</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/04/2023</b>                         |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                      |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)      | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                      |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Shares of Beneficial Interest | 12/04/2023                           |  | S                              |   | 45  | D          | \$99.99  | 209,559   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/04/2023                           |  | S                              |   | 29  | D          | \$99.91  | 209,530   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/04/2023                           |  | S                              |   | 271   | D          | \$99.9   | 209,259   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 100   | D          | \$99.4   | 209,159   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 500   | D          | \$99.225 | 208,659   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 100   | D          | \$99.22  | 208,559   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 200   | D          | \$99.145 | 208,359   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 200   | D          | \$99.08  | 208,159   | I  | By Donald C. Wood Revocable Trust                     |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)      | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                      |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 100   | D          | \$99.045 | 208,059   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 300   | D          | \$99.005 | 207,759   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 200   | D          | \$98.975 | 207,559   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 200   | D          | \$98.96  | 207,359   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 200   | D          | \$98.88  | 207,159   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 300   | D          | \$98.79  | 206,859   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 400   | D          | \$98.785 | 206,459   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 300   | D          | \$98.765 | 206,159   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 100   | D          | \$98.75  | 206,059   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 300   | D          | \$98.735 | 205,759   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 200   | D          | \$98.69  | 205,559   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 500   | D          | \$98.68  | 205,059   | I  | By Donald C. Wood Revocable Trust                     |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)      | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                      |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 15,600  | D          | \$98.675 | 189,459   | I  | By Donald C. Wood Revocable Trust                     |
| Common Shares of Beneficial Interest | 12/05/2023                           |  | S                              |   | 200   | D          | \$98.65  | 189,259   | I  | By Donald C. Wood Revocable Trust                     |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

Explanation of Responses:

Remarks:

Dawn M. Becker, by power of attorney 12/05/2023

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.